

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM320441

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bashas' Inc.		10/08/2014	CORPORATION: ARIZONA
RECEIVING PARTY DATA			
Name:	Wells Fargo, National Association		
Street Address:	One Boston Place		
Internal Address:	18th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4545961	BUONA SERA	
CORRESPONDENCE DATA			
Fax Number:	6172484000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	tadmin@choate.com		
Correspondent Name:	Elizabeth A. Walker		
Address Line 1:	Two International Place		
Address Line 2:	Choate Hall & Stewart LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	2009985-0080		
NAME OF SUBMITTER:	Elizabeth A. Walker		
SIGNATURE:	/Elizabeth A. Walker/		
DATE SIGNED:	10/17/2014		
Total Attachments: 4			
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OP \$40.00 4545961

SUPPLEMENTAL GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

October 8, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BASHAS' INC., an Arizona corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as administrative agent and collateral agent, and for the ratable benefit of itself and certain credit parties (in such capacities, the "Grantee"), a continuing security interest in the following (except as such may be considered Excluded Property (as such term is defined in the Security Agreement referred to below)): (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS SUPPLEMENTAL GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of December 28, 2011 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Supplemental Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

THIS SUPPLEMENTAL GRANT is a supplemental filing to that certain Grant of Security Interest in United States Trademarks, dated December 28, 2011, recorded on January 4, 2012 with the United States Patent and Trademark Office at Reel 4691, Frame 0570, which was assigned by GA Capital, LLC to Grantee pursuant to the Assignment of Grant of Security Interest in United States Trademarks on the date hereof.

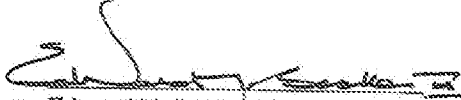
THIS SUPPLEMENTAL GRANT is one of several documents being filed with the United States Patent and Trademark Office on this date, and should be recorded as document two (2) of two (2).

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IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Supplemental Grant as of the date above first written.

GRANTOR:

BASHAS' INC.

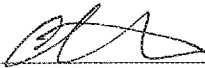
By: 
Name: Edward N. Basha III
Title: President

[Signature Page to Supplemental Grant of Security Interest in United States Trademarks]

TRADEMARK
REEL: 005383 FRAME: 0253

GRANTEE:

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: 
Name: Christian C. P. West
Title: Authorized Signatory

[Signature Page to Supplemental Grant of Security Interest in United States Trademarks]

TRADEMARK
REEL: 005383 FRAME: 0254

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Dos Ranchitos	86,151,444	December 23, 2013
Buona Sera	4,545,961	June 10, 2014